

**POWER OF ATTORNEY TO PROSECUTE APPLICATIONS BEFORE THE
UNITED STATES PATENT AND TRADEMARK OFFICE**

The undersigned hereby grants the power of attorney set forth below with respect to the application identified in the statement under 37 C.F.R. § 3.73(b), which will be attached hereto.

I hereby grant power of attorney to FINNEGAN, HENDERSON, FARABOW, GARRETT & DUNNER, L.L.P. Customer Number 22,852, as attorneys or agents to represent the undersigned before the United States Patent and Trademark Office in connection with any and all patent applications assigned only to Five Prime Therapeutics, Inc., according to the USPTO assignment records or assignment documents, which will be attached to this form in accordance with 37 C.F.R. § 3.73(b).

Please also send all future correspondence concerning the application identified in the statement under 37 C.F.R. § 3.73(b), which will be attached hereto, to Finnegan, Henderson, Farabow, Garrett & Dunner, L.L.P., Customer Number 22,852.

The undersigned understands that a copy of this form, together with a statement under 37 C.F.R. § 3.73(b) is required to be filed in each application in which this form is used. The statement under 37 C.F.R. § 3.73(b) may be completed by one of the practitioners authorized by this form to act on behalf of the assignee, and must identify the application in which the Power of Attorney is to be filed.

The individuals whose signature and title is supplied below are each authorized to act on behalf of the assignee.

Name: Amy L. Tsui Collins

Title: Vice President, Intellectual Property, Five Prime Therapeutics, Inc.

Signature: Amy L. Collins

Date: 7/2/07

Name: Bart W. Wise

Title: Senior Patent Counsel, Five Prime Therapeutics, Inc.

Signature: Bart W. Wise

Date: August 6, 2007

ASSIGNMENT

WHEREAS We, the below named inventors, [hereinafter referred to as Assignors], have made an invention entitled:

PHARMACEUTICAL COMPOSITIONS CONTAINING ANTAGONISTS
TO LRP4, LRP8 OR MEGALIN FOR TREATMENT OF DISEASES

for which We filed a United States Letters Patent on July 20, 2006 and amended on August 21, 2006; and which has been assigned application number 10/586,669; and

WHEREAS, Five Prime Therapeutics, Inc., a corporation of California whose post office address is 1650 Owens Street, Suite 200, San Francisco, CA 94158 (hereinafter referred to as Assignee), is desirous of securing the entire right, title, and interest in and to this invention, the application for United States Letters Patent on this invention, and the Letters Patent to be issued on this application;

NOW THEREFORE, be it known that for and in consideration of the sum of One Dollar (\$1.00) in hand paid and other good and valuable consideration the receipt of which from Assignee is hereby acknowledged, We, as Assignors, have sold, assigned, transferred, and set over, and do hereby sell, assign, transfer, and set over unto the Assignee, its lawful successors and assigns, our entire right, title, and interest in and to this invention; U.S. National Stage Application Serial No. 10/586,669, and all U.S. applications and all divisions, and continuations thereof, and all Letters Patent of the United States which may be granted thereon, and all reissues thereof, and all rights to claim priority on the basis of the above U.S. National Stage application, as well as all rights to claim priority on the basis of this application, and all applications for Letters Patent which may hereafter be filed for this invention, and all extensions, renewals, and reissues thereof; and We hereby authorize and request the Commissioner of Patents and Trademarks of the United States and any official of any foreign country whose duty it is to issue patents on applications as described above, to issue all Letters Patent for this invention to Assignee, its successors and assigns, in accordance with the terms of this Assignment;

AND, WE HEREBY covenant that We have the full right to convey the interest assigned by this Assignment, and We have not executed and will not execute any agreement in conflict with this Assignment;

AND, WE HEREBY further covenant and agree that We will, without further consideration, communicate with Assignee, its successors and assigns, any facts known to us respecting this invention, and testify in any legal proceeding, sign all lawful papers when called upon to do so, execute and deliver any and all papers that may be necessary or desirable to perfect the title to this invention in said Assignee, its successors or assigns, execute all divisional, continuation, and reissue applications, make all rightful oaths, and generally do everything possible to aid Assignee, its successors and assigns, to obtain and enforce proper patent protection for this invention in the United States and any foreign country, it being understood that any expense incident to the execution of such papers shall be borne by the Assignee, its successors and assigns.

IN TESTIMONY WHEREOF, We have hereunto set our hands.

County of SAN FRANCISCO)

State of CALIFORNIA)

) ss.

Name:

Address:

By:

Date:

Kristen PIERCE

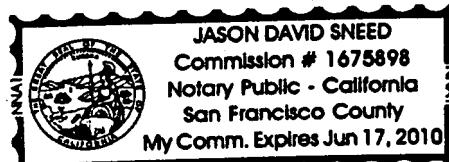
832 Morrell Avenue

Burlingame, CA 94010

km
9/29/06

Subscribed and sworn to before me this 29th day of SEPT, 2006

Jason David Sneed
JASON DAVID SNEED, Notary Public



County of SAN FRANCISCO)
State of CALIFORNIA)

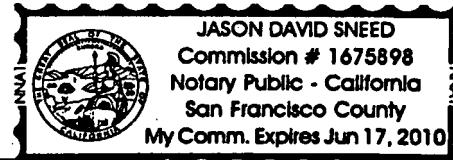
) ss. Name:
Address:
By:
Date:

Subscribed and sworn to before me this 29th day of SEPT, 2006

JASON DAVID SNEED, Notary Public

Jason David Sneed

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Amy L. Tsui
9/29/2006



County of SAN FRANCISCO)
State of CALIFORNIA)

) ss. Name:
Address:
By:
Date:

Subscribed and sworn to before me this 29th day of SEPT, 2006

Jason David Sneed

JASON DAVID SNEED, Notary Public

County of SAN FRANCISCO)
State of CALIFORNIA)

) ss. Name:
Address:
By:
Date:

Subscribed and sworn to before me this 12th day of OCT, 2006

JASON DAVID SNEED, Notary Public

Jason David Sneed

County of SAN FRANCISCO)
State of CALIFORNIA)

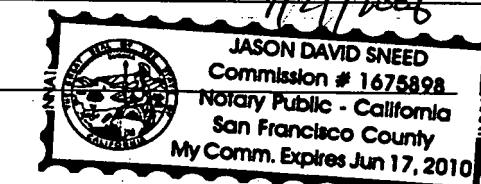
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Subscribed and sworn to before me this 29th day of SEPT, 2006

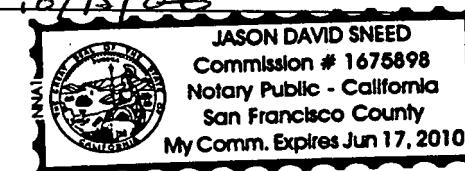
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